

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

<b>In re:</b>	) <b>Chapter 11</b>
	)
<b>W. R. GRACE &amp; CO., a Delaware Corporation, <i>et al.</i>,</b>	) <b>Case No. 01-01139 (KJC)</b>
	)
<b>Debtors.</b>	) <b>Jointly Administered</b>

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**NOTICE FIFTY-SECOND INTERIM FEE APPLICATION AND FINAL<sup>1</sup>  
FEE APPLICATION OF WARREN H. SMITH & ASSOCIATES, P.C., FOR  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES DURING THE INTERIM PERIOD  
FROM JANUARY 1, 2014 THROUGH FEBRUARY 3, 2014, AND THE FINAL  
APPLICATION PERIOD OF MARCH 18, 2002 THROUGH FEBRUARY 3, 2014**

Name of Applicant:	Warren H. Smith & Associates, P.C.
Authorized to Provide Professional Services to:	U.S. Bankruptcy Court
Date of Retention:	March 18, 2002
Interim Period for which compensation and reimbursement is sought:	January 1, 2014 – February 3, 2014
Amount of interim compensation for which approval is sought:	\$12,447.00
Amount of interim expense reimbursement sought as actual, reasonable, necessary:	\$140.76
Amount of Compensation Requested Less Holdback:	\$9,957.60
Amount of Compensation Paid For Applicable Period:	\$9,951.20
Amount of Expenses Reimbursed	\$140.76

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<sup>1</sup> While Warren H. Smith & Associates, P.C. ("WHS") is titling this application its "Final" application, WHS notes that it will continue to be working on this case after the Effective Date, as such work is required by the nature of the work performed by WHS in this case. Thus, pursuant to the Fee Auditor Order, WHS will review and prepare final reports on fees and expenses through the Effective Date on those professionals that it is required to audit under the Fee Auditor Order. WHS also notes that it expects to be paid for such work performed after the Effective Date.

For Applicable Period:

Total Amount of Holdback \$2,489.40  
Fees in Aggregate:

Final application period for which compensation is sought: March 18, 2002 through February 3, 2014

Amount of final compensation for which approval is sought: \$3,070,774.77

Amount of final expenses for which reimbursement is sought: \$62,437.43

**CUMULATIVE SUMMARY OF MONTHLY APPLICATIONS OF WARREN H. SMITH  
& ASSOCIATES, P.C. FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD MARCH 18, 2002 THROUGH FEBRUARY 3, 2014:**

Date Filed	Period Covered	Requested		Paid	
		Fees	Expenses	Fees	Expenses
05/08/2002	March 18, 2002 – March 31, 2002	\$2,889.50	-0-	\$2,889.50	-0-
05/08/2002	April 1, 2002 – April 30, 2002	\$18,448.00	\$100.73	\$18,448.00	\$100.73
6/11/2002	May 1, 2002 – May 31, 2002	\$50,706.00	\$12.68	\$50,706.00	\$12.68
7/9/2002	June 1, 2002 – June 30, 2002	\$42,317.00	\$249.48	\$42,317.00	\$249.48
8/8/2002	July 1, 2002 – July 31, 2002	\$43,808.50	\$1,001.27	\$43,808.50	\$1,001.27
9/19/2002	August 1, 2002 – August 30, 2002	\$36,301.02	\$526.69	\$36,301.02	\$526.69
10/16/2002	September 1, 2002 – September 30, 2002	\$56,015.00	\$572.44	\$56,015.00	\$572.44
11/18/2002	October 1, 2002 – October 31, 2002	\$47,896.50	\$1,314.90	\$47,896.50	\$1,314.90
12/13/02	November 1, 2002 – November 30, 2002	\$41,540.00	\$1,286.94	\$41,540.00	\$1,286.94
1/21/03	December 1, 2002 – December 31, 2002	\$38,614.50	\$0.00	\$38,614.50	\$0.00
2/17/03	January 1, 2003 – January 31, 2003	\$44,241.50	\$623.83	\$44,241.50	\$623.83
3/20/03	February 1, 2003 – February 28, 2003	\$39,854.50	\$930.68	\$39,854.50	\$930.68
4/18/03	March 1, 2003 – March 31, 2003	\$18,866.00	\$76.67	\$18,866.00	\$76.67
05/27/03	April 1, 2003 – April 30, 2003	\$22,519.00	\$951.12	\$22,519.00	\$951.12

06/05/03	May 1, 2003 – May 31, 2003	\$11,912.50	\$79.98	\$11,912.50	\$79.98
07/08/03	June 1, 2003 – June 30, 2003	\$17,623.50	\$119.11	\$17,623.50	\$119.11
08/13/03	July 1, 2003 – July 31, 2003	\$12,802.50	\$642.74	\$12,802.50	\$642.74
09/15/03	August 1, 2003 – August 31, 2003	\$15,136.00	\$157.28	\$15,136.00	\$157.28
10/08/03	September 1, 2003– September 30, 2003	\$23,168.00	\$297.52	\$23,168.00	\$297.52
11/11/03	October 1, 2003 – October 31, 2003	\$5,107.00	\$547.19	\$5,107.00	\$547.19
12/10/03	November 1, 2003 – November 30, 2003	\$11,605.00	\$118.13	\$11,605.00	\$118.13
01/13/04	December 1, 2003 – December 31, 2003	\$10,316.50	\$157.39	\$10,316.50	\$157.39
02/12/04	January 1, 2004- January 31, 2004	\$10,599.00	\$56.54	\$10,599.00	\$56.54
03/08/04	February 1, 2004- February 29, 2004	\$12,038.50	\$369.90	\$12,038.50	\$369.90
04/08/04	March 1, 2004- March 31, 2004	\$7,875.50	\$216.00	\$7,875.50	\$216.00
05/07/04	April 1, 2004- April 30, 2004	\$9,795.00	\$972.93	\$9,795.00	\$972.93
06/07/04	May 1, 2004- May 31, 2004	\$22,386.00	\$91.40	\$22,386.00	\$91.40
07/07/04	June 1, 2004- June 30, 2004	\$17,039.00	\$486.07	\$17,039.00	\$486.07
08/09/04	July 1, 2004- July 31, 2004	\$24,443.00	\$47.38	\$24,443.00	\$47.38
09/09/04	August 1, 2004- August 31, 2004	\$14,092.50	\$262.91	\$14,092.50	\$262.91
10/07/04	September 1, 2004- September 30, 2004	\$2,201.00	\$259.75	\$2,201.00	\$259.75
11/08/04	October 1, 2004- October 31, 2004	\$28,560.00	\$30.75	\$28,560.00	\$30.75
12/09/04	November 1, 2004- November 30, 2004	\$11,232.50	\$70.70	\$11,232.50	\$70.70
01/12/05	December 1, 2004- December 31, 2004	\$10,131.00	\$475.46	\$10,131.00	\$475.46
02/09/05	January 1, 2005- January 31, 2005	\$16,727.00	\$105.75	\$16,727.00	\$105.75
03/09/05	February 1, 2005- February 28, 2005	\$26,860.00	\$32.33	\$26,860.00	\$32.33
04/08/05	March 1, 2005- March 31, 2005	\$13,638.50	\$538.66	\$13,638.50	\$538.66
05/06/05	April 1, 2005- April 30, 2005	\$5,078.00	\$129.68	\$5,078.00	\$129.68

06/09/05	May 1, 2005- May 31, 2005	\$24,677.50	\$32.04	\$24,677.50	\$32.04
07/08/05	June 1, 2005- June 30, 2005	\$12,057.50	\$156.81	\$12,057.50	\$156.81
08/08/05	July 1, 2005- July 31, 2005	\$13,649.00	\$665.39	\$13,649.00	\$665.39
09/08/05	August 1, 2005- August 31, 2005	\$19,686.00	\$0.00	\$19,686.00	\$0.00
10/13/05	September 1, 2005- September 30, 2005	\$19,931.00	\$0.00	\$19,931.00	\$0.00
11/10/05	October 1, 2005- October 31, 2005	\$21,781.00	\$334.60	\$21,781.00	\$334.60
12/12/05	November 1, 2005- November 30, 2005	\$22,727.50	\$427.55	\$22,727.50	\$427.55
01/09/06	December 1, 2005- December 31, 2005	\$10,335.00	\$0.00	\$10,335.00	\$0.00
02/10/06	January 1, 2006- January 31, 2006	\$12,401.00	\$827.44	\$12,401.00	\$827.44
03/08/06	February 1, 2006- February 28, 2006	\$25,605.50	\$19.64	\$25,605.50	\$19.64
04/06/06	March 1, 2006- March 31, 2006	\$32,419.00	\$264.14	\$32,419.00	\$264.14
05/08/06	April 1, 2006- April 30, 2006	\$26,496.00	\$789.83	\$26,496.00	\$789.83
06/21/06	May 1, 2006- May 31, 2006	\$22,996.00	\$43.82	\$22,996.00	\$43.82
12/8/06	June 1, 2006- June 30, 2006	\$9,674.50	\$0.00	\$9,674.50	\$0.00
12/28/06	July 1, 2006- July 31, 2006	\$13,967.00	\$648.60	\$13,967.00	\$648.60
11/10/06	August 1, 2006- August 31, 2006	\$22,714.00	\$53.90	\$22,714.00	\$53.90
11/16/06	September 1, 2006- September 30, 2006	\$22,629.00	\$31.52	\$22,629.00	\$31.52
11/28/06	October 1, 2006- October 31, 2006	\$15,636.50	\$472.43	\$15,636.50	\$472.43
01/04/07	November 1, 2006- November 30, 2006	\$10,158.00	\$4.80	\$10,158.00	\$4.80
01/15/07	December 1, 2006- December 31, 2006	\$18,593.00	\$29.84	\$18,593.00	\$29.84
05/03/07	January 1, 2007- January 31, 2007	\$28,915.00	\$632.64	\$28,915.00	\$632.64
05/03/07	February 1, 2007- February 28, 2007	\$38,358.00	\$35.88	\$38,358.00	\$35.88
05/03/07	March 1, 2007- March 31, 2007	\$22,023.00	\$70.48	\$22,023.00	\$70.48
05/10/07	April 1, 2007- April 30, 2007	\$10,877.00	\$78.40	\$10,877.00	\$78.40

6/19/07	May 1, 2007- May 31, 2007	\$24,573.00	\$39.52	\$24,573.00	\$39.52
7/17/07	June 1, 2007- June 30, 2007	\$30,217.00	\$601.56	\$30,217.00	\$601.56
3/7/08	July 1, 2007- July 31, 2007	\$32,004.00	\$31.44	\$32,004.00	\$31.44
3/7/08	August 1, 2007- August 31, 2007	\$36,986.50	\$39.68	\$36,986.50	\$39.68
3/7/08	September 1, 2007- September 30, 2007	\$23,018.00	\$1,108.59	\$23,018.00	\$1,108.59
6/6/08	October 1, 2007- October 31, 2007	\$22,493.50	\$1.76	\$22,493.50	\$1.76
6/6/08	November 1, 2007- November 30, 2007	\$23,889.50	\$0.00	\$23,889.50	\$0.00
6/6/08	December 1, 2007- December 31, 2007	\$8,786.50	\$0.00	\$8,786.50	\$0.00
8/6/08	January 1, 2008- January 31, 2008	\$24,338.00	\$0.00	\$24,338.00	\$0.00
8/6/08	February 1, 2008- February 29, 2008	\$20,847.50	\$0.00	\$20,847.50	\$0.00
4/17/08	March 1, 2008- March 31, 2008	\$7,306.50	\$23.44	\$7,306.50	\$23.44
5/7/08	April 1, 2008- April 31, 2008	\$18,620.00	\$20.00	\$18,620.00	\$20.00
6/10/08	May 1, 2008- May 31, 2008	\$11,542.50	\$47.20	\$11,542.50	\$47.20
7/7/08	June 1, 2008- June 31, 2008	\$37,931.50	\$790.69	\$37,931.50	\$790.69
8/5/08	July 1, 2008- July 31, 2008	\$26,055.00	\$48.56	\$26,055.00	\$48.56
8/5/08	August 1, 2008 – August 31, 2008	\$14,159.50	\$1,372.68	\$14,159.50	\$1,372.68
10/30/08	September 1, 2008 – September 30, 2008	\$32,256.00	\$44.24	\$32,256.00	\$44.24
11/10/08	October 1, 2008 – October 31, 2008	\$17,251.50	\$0.00	\$17,251.50	\$0.00
1/14/09	November 1, 2008- November 30, 2008	\$23,418.00	\$468.42	\$23,418.00	\$468.42
1/15/09	December 1, 2008- December 31, 2008	\$22,800.50	\$64.32	\$22,800.50	\$64.32
4/23/09	January 1, 2009 – January 31, 2009	\$10,853.00	\$63.52	\$10,853.00	\$ 63.52
4/16/09	February 1, 2009 – February 28, 2009	\$13,034.00	\$198.01	\$13,034.00	\$198.01
4/28/09	March 1, 2009 – March 31, 2009	\$19,604.00	\$689.64	\$19,604.00	\$689.64
5/7/09	April 1, 2009 – April 30, 2009	\$23,475.00	\$68.56	\$23,475.00	\$68.56

6/4/09	May 1, 2009- May 31, 2009	\$15,414.50	\$157.28	\$15,414.50	\$157.28
7/7/09	June 1, 2009- June 31, 2009	\$19,387.50	\$490.50	\$19,387.50	\$490.50
8/7/09	July 1, 2009- July 31, 2009	\$13,041.00	\$310.53	\$13,041.00	\$310.53
9/10/09	August 1, 2009 – August 31, 2009	\$20,399.50	\$260.21	\$20,399.50	\$260.21
10/6/09	September 1, 2009 – September 30, 2009	\$15,066.00	\$361.29	\$15,066.00	\$ 361.29
11/6/09	October 1, 2009 – October 31, 2009	\$18,756.50	\$176.34	\$18,756.50	\$176.34
12/8/09	November 1, 2009- November 30, 2009	\$20,911.00	\$366.95	\$20,911.00	\$366.95
01/11/10	December 1, 2009 - December 31, 2009	\$6,365.50	\$281.26	\$6,365.50	\$281.26
02/05/10	January 1, 2010 – January 31, 2010	\$19,376.00	\$120.35	\$19,376.00	\$120.35
03/08/10	February 1, 2010 – February 28, 2010	\$18,016.00	\$300.11	\$18,016.00	\$300.11
04/06/10	March 1, 2010 – March 31, 2010	\$11,251.25	\$1,652.81	\$11,251.25	\$1,652.81
05/07/10	April 1, 2010 – April 30, 2010	\$18,018.00	\$189.96	\$18,018.00	\$189.96
06/04/10	May 1, 2010- May 31, 2010	\$31,176.00	\$703.00	\$31,176.00	\$703.00
07/06/10	June 1, 2010- June 31, 2010	\$6,692.25	\$2,453.69	\$6,692.25	\$2,453.69
08/06/10	July 1, 2010- July 31, 2010	\$8,207.50	\$2,597.94	\$8,207.50	\$2,597.94
09/07/10	August 1, 2010 – August 31, 2010	\$19,097.00	\$302.00	\$19,097.00	\$302.00
10/06/10	September 1, 2010 – September 30, 2010	\$17,812.25	\$533.49	\$17,812.25	\$533.49
11/05/10	October 1, 2010 – October 31, 2010	\$10,059.25	\$119.09	\$10,059.25	\$119.09
12/10/10	November 1, 2010- November 30, 2010	\$14,308.00	\$206.11	\$14,308.00	\$206.11
1/7/11	December 1, 2010 - December 31, 2010	\$6,889.25	\$230.52	\$6,889.25	\$230.52
2/9/11	January 1, 2011 – January 31, 2011	\$9,469.50	\$70.64	\$9,469.50	\$70.64
3/8/11	February 1, 2011 – February 28, 2011	\$26,309.75	\$844.33	\$26,309.75	\$844.33
4/8/11	March 1, 2011 – March 31, 2011	\$31,996.50	\$235.65	\$31,996.50	\$235.65
5/10/11	April 1, 2011 – April 30, 2011	\$28,698.25	\$201.54	\$28,698.25	\$201.54

6/8/11	May 1, 2011- May 31, 2011	\$28,858.50	\$3,765.58	\$28,858.50	\$3,765.58
7/8/11	June 1, 2011- June 31, 2011	\$37,766.50	\$578.23	\$37,766.50	\$578.23
8/9/11	July 1, 2011- July 31, 2011	\$27,770.50	\$1,039.26	\$27,770.50	\$1,039.26
9/12/11	August 1, 2011 – August 31, 2011	\$47,068.00	\$2,663.97	\$47,068.00	\$2,663.97
10/12/11	September 1, 2011 – September 30, 2011	\$43,509.00	\$1,775.24	\$43,509.00	\$1,775.24
11/10/11	October 1, 2011 – October 31, 2011	\$41,916.50	\$1,356.89	\$41,916.50	\$1,356.89
12/15/11	November 1, 2011- November 30, 2011	\$29,742.00	\$2,627.33	\$29,742.00	\$2,627.33
2/22/12	December 1, 2011 - December 31, 2011	\$31,115.50	\$385.41	\$31,115.50	\$385.41
2/10/12	January 1, 2012 – January 31, 2012	\$25,998.00	\$393.44	\$25,998.00	\$393.44
3/20/12	February 1, 2012 – February 29, 2012	\$28,105.00	\$614.63	\$28,105.00	\$614.63
5/4/12	March 1, 2012 – March 31, 2012	\$33,741.00	\$330.95	\$33,741.00	\$330.95
5/10/12	April 1, 2012 – April 30, 2012	\$22,360.00	\$164.18	\$22,360.00	\$164.18
6/14/12	May 1, 2012- May 31, 2012	\$23,458.00	\$57.43	\$23,458.00	\$57.43
07/18/12	June 1, 2012- June 31, 2012	\$21,504.50	\$382.60	\$21,504.50	\$382.60
08/24/12	July 1, 2012- July 31, 2012	\$14,681.50	\$281.95	\$14,681.50	\$281.95
09/25/12	August 1, 2012 – August 31, 2012	\$11,515.50	\$607.29	\$11,515.50	\$607.29
11/7/12	September 1, 2012 – September 30, 2012	\$15,530.50	\$126.52	\$15,530.50	\$126.52
11/15/12	October 1, 2012 – October 31, 2012	\$15,734.50	\$163.26	\$15,734.50	\$163.26
12/20/12	November 1, 2012- November 30, 2012	\$17,969.00	\$645.42	\$17,969.00	\$645.42
1/17/13	December 1, 2012 - December 31, 2012	\$29,628.50	\$608.71	\$29,628.50	\$608.71
2/19/13	January 1, 2013 – January 31, 2013	\$52,482.50	\$317.64	\$52,482.50	\$317.64
3/27/13	February 1, 2013 – February 28, 2013	\$37,137.00	\$268.47	\$37,137.00	\$268.47
4/24/13	March 1, 2013 – March 31, 2013	\$23,106.50	\$563.07	\$23,106.50	\$563.07
5/28/13	April 1, 2013 – April 30, 2013	\$26,759.50	\$396.49	\$26,759.50	\$396.49

6/14/13	May 1, 2013 - May 31, 2013	\$17,448.00	\$346.34	\$17,448.00	\$346.34
7/19/13	June 1, 2013 - June 31, 2013	\$12,272.00	\$659.83	\$12,272.00	\$659.83
8/13/13	July 1, 2013 - July 31, 2013	\$15,116.00	\$687.87	\$12,092.80	\$687.87
9/11/13	August 1, 2013 – August 31, 2013	\$19,433.50	\$392.29	\$15,546.80	\$392.29
10/14/13	September 1, 2013 – September 30, 2013	\$18,398.50	\$756.18	\$14,718.80	\$756.18
11/19/13	October 1, 2013 – October 31, 2013	\$11,215.50	\$276.96	\$8,972.40	\$276.96
12/26/13	November 1, 2013- November 30, 2013	\$16,084.50	\$563.64	\$12,867.60	\$563.64
1/14/14	December 1, 2013 - December 31, 2013	\$6,031.50	\$79.45	\$4,825.20	\$79.45
2/14/14	January 1, 2014 – January 31, 2014	\$12,439.00	\$140.76	\$9,951.20	\$140.76
4/11/14	February 1, 2014 – February 3, 2014	\$8.00	\$00.00	\$0.00	\$0.00
	<b>TOTALS:</b>	<b>\$3,070,774.77</b>	<b>\$62,437.43</b>	<b>\$3,051,023.07</b>	<b>\$62,437.43</b>

**CUMULATIVE SUMMARY OF INTERIM FEE APPLICATIONS FILED BY WARREN H. SMITH & ASSOCIATES, P.C. FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD MARCH 18, 2002 THROUGH FEBRUARY 3, 2014**

Date Filed	Period Covered	Requested		Paid	
		Fees	Expenses	Fees	Expenses
05/08/2002	March 1, 2002 – March 31, 2002	\$2,889.50	-0-	\$2,889.50	-0-
08/19/2002 (2565)	April 1, 2002 – June 30, 2002	\$111,471.00	\$362.89	\$111,471.00	\$362.89
12/24/2002 (3184)	July 1, 2002 – September 30, 2002	\$136,124.52	\$2,100.40	\$136,124.52	\$2,100.40
05/13/2003 (3780)	October 1, 2002 – December 31, 2002	\$128,051.00	\$2,601.84	\$128,051.00	\$2,601.84
06/23/2003 (3938)	January 1, 2003 – March 30, 2003	\$102,962.00	\$1,631.18	\$102,962.00	\$1,631.18
08/20/2003 (4303)	April 1, 2003 – June 30, 2003	\$52,055.00	\$1,150.21	\$52,055.00	\$1,150.21
11/25/2003 (4744)	July 1, 2003 – September 30, 2003	\$51,106.50	\$1,097.54	\$51,106.50	\$1,097.54
02/19/2004 (5138)	October 1, 2003 – December 31, 2003	\$27,028.50	\$822.71	\$27,028.50	\$822.71
05/14/2004 (5583)	January 1, 2004 – March 31, 2004	\$30,513.00	\$642.44	\$30,513.00	\$642.44



08/13/2004 (6168)	April 1, 2004 – June 30, 2004	\$49,220.00	\$1,550.40	\$49,220.00	\$1,550.40
11/15/2004 (6913)	July 1, 2004 – September 30, 2004	\$40,736.50	\$570.04	\$40,736.50	\$570.04
03/02/2005 (7936)	October 1, 2004 – December 31, 2004	\$49,923.50	\$576.91	\$49,923.50	\$576.91
05/13/2005 (8435)	January 1, 2005 – March 31, 2005	\$57,225.50	\$676.74	\$57,225.50	\$676.74
08/18/2005 (9205)	April 1, 2005 – June 30, 2005	\$41,813.00	\$318.53	\$41,813.00	\$318.53
11/15/2005 (11073)	July 1, 2005 – September 30, 2005	\$53,266.00	\$665.39	\$53,266.00	\$665.39
02/24/2006 (11906)	October 1, 2005 – December 31, 2005	\$54,843.50	\$762.15	\$54,843.50	\$762.15
05/11/2006 (12401)	January 1, 2006 – March 31, 2006	\$70,425.50	\$1,111.22	\$70,425.50	\$1,111.22
12/08/2006 (13978)	April 1, 2006 – June 30, 2006	\$59,166.50	\$833.65	\$59,166.50	\$833.65
03/02/2007 (14731)	July 1, 2006 – September 30, 2006	\$59,310.00	\$734.02	\$59,310.00	\$734.02
05/31/2007 (15910)	October 1, 2006 – December 31, 2006	\$44,387.50	\$507.07	\$44,387.50	\$507.07
09/17/2007 (16823)	January 1, 2007 – March 30, 2007	\$89,296.00	\$739.00	\$89,296.00	\$739.00
12/05/2007 (17558)	April 1, 2007 – June 30, 2007	\$65,667.00	\$719.48	\$65,667.00	\$719.48
03/07/2008 (18253)	July 1, 2007 – September 30, 2007	\$92,008.50	\$1,179.71	\$92,008.50	\$1,179.71
06/16/2008 (18925)	October 1, 2007 – December 31, 2007	\$55,169.50	\$1.76	\$55,169.50	\$1.76
09/22/2008 (19584)	January 1, 2008 – March 31, 2008	\$52,492.00	\$23.44	\$52,492.00	\$23.44
11/25/2008 (20146)	April 1, 2008 – June 30, 2008	\$68,094.00	\$857.89	\$68,094.00	\$857.89
03/15/2009 (21010)	July 1, 2008 – September 30, 2008	\$72,470.50	\$1,465.48	\$72,470.50	\$1,465.48
03/15/2009 (21011)	October 1, 2008 – December 31, 2008	\$63,470.00	\$532.74	\$63,470.00	\$532.74
05/12/2009 (21645)	January 1, 2009 – March 30, 2009	\$43,491.00	\$951.17	\$43,491.00	\$951.17
08/12/2009 (22751)	April 1, 2009 – June 30, 2009	\$58,277.00	\$716.34	\$58,277.00	\$716.34
11/06/2009 (23702)	July 1, 2009 – September 30, 2009	\$48,506.50	\$932.03	\$48,506.50	\$932.03
02/05/2010 (24248)	October 1, 2009 – December 31, 2009	\$46,033.00	\$824.55	\$46,033.00	\$824.55
05/07/2010 (24746)	January 1, 2010 – March 31, 2010	\$48,643.25	\$2,073.27	\$48,643.25	\$2,073.27

08/06/2010 (25191)	April 1, 2010 – June 30, 2010	\$55,886.25	\$3,346.65	\$55,886.25	\$3,346.65
11/08/2010 (25721)	July 1, 2010 – September 30, 2010	\$45,116.75	\$3,433.43	\$45,116.75	\$3,433.43
02/11/2011 (26244)	October 1, 2010 – December 31, 2010	\$31,256.50	\$555.72	\$31,256.50	\$555.72
05/13/2011 (26930)	January 1, 2011– March 30, 2011	\$67,775.75	\$1,150.62	\$67,775.75	\$1,150.62
08/15/2011 (27429)	April 1, 2011 – June 30, 2011	\$95,323.25	\$4,545.35	\$95,323.25	\$4,545.35
02/08/2012 (28485)	July 1, 2011 – September 30, 2011	\$118,347.50	\$5,478.47	\$118,347.50	\$5,478.47
02/16/2012 (28541)	October 1, 2011 – December 31, 2011	\$102,774.00	\$4,369.63	\$102,774.00	\$4,369.63
06/05/2012 (29022)	January 1, 2012 – March 30, 2012	\$87,844.00	\$1,339.02	\$87,844.00	\$1,339.02
08/21/2012 (29484)	April 1, 2012 – June 30, 2012	\$67,322.50	\$604.21	\$67,322.50	\$604.21
01/10/2013 (30141)	July 1, 2012 – September 30, 2012	\$41,727.50	\$1,015.76	\$41,727.50	\$1,015.76
02/22/2013 (30318)	October 1, 2012 – December 31, 2012	\$63,332.00	\$1,417.39	\$63,332.00	\$1,417.39
05/15/2013 (30640)	January 1, 2013 – March 30, 2013	\$112,726.00	\$1,149.18	\$112,726.00	\$1,149.18
09/11/2013 (31116)	April 1, 2013 – June 30, 2013	\$56,479.50	\$1,402.66	\$56,479.50	\$1,402.66
03/05/2014 (31816)	July 1, 2013 – September 30, 2013	\$52,948.00	\$1,836.34	\$42,358.40	\$1,836.34
03/27/2014 (31926)	October 1, 2013 – December 31, 2013	\$33,331.50	\$920.05	\$26,665.20	\$920.05
02/13/2014 (31729)	January 1, 2014 – January 31, 2014	\$12,439.00	\$140.76	\$9,951.20	\$140.76
04/11/2014 (32006)	February 1, 2014 – February 3, 2014	\$8.00	\$00.00	\$0.00	\$0.00
<b>Totals</b>		<b>\$3,070,774.77</b>	<b>\$62,437.43</b>	<b>\$3,051,023.07</b>	<b>\$62,437.43</b>

**CUMULATIVE COMPENSATION SUMMARY BY PROJECT CATEGORY:**

<b>Project Category</b>	<b>Total Hours For The Period 01/01/14 – 2/03/14</b>	<b>Total Fees For The Period 01/01/14 – 02/03/14</b>
Accounting/Auditing	62.30	\$12,076.50
Fee Application	3.80	\$370.50
<b>Total</b>	<b>66.10</b>	<b>\$12,447.00</b>

<b>Project Category</b>	<b>Total Hours For The Period 8/18/02 – 2/03/14</b>	<b>Total Fees For The Period 08/18/02 – 02/03/14</b>
Accounting/Auditing	20,854.57	3,024,741.77
Fee Application	434.40	\$46,033.00
<b>Total</b>	<b>21,288.97</b>	<b>\$3,070,774.77</b>

**CUMULATIVE EXPENSE SUMMARY:**

<b>Expense Category</b>	<b>Total Expenses for the Period 01/01/14 - 02/03/14</b>
Copying Cost	\$31.00
Third Party Copies & Document Mailing	\$77.56
PACER Research	\$32.20
<b>TOTAL</b>	<b>\$ 140.76</b>

<b>Expense Category</b>	<b>Total Expenses for the Period 03/18/2002 – 02/03/14</b>
Copying Cost	\$3,184.75
Third Party Copies & Document Mailing	\$37,577.86
PACER Research	\$11,746.00
Telephone	\$376.70
Postage	\$801.22
Court Call	\$208.00
WestLaw	\$6,419.69
FedEx	\$1,313.33
Travel	\$809.88
<b>TOTAL</b>	<b>\$62,437.43</b>

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re	) Chapter 11
W. R. GRACE & CO., <i>et al.</i> ,	) Jointly Administered
Debtors.	) Case No. 01-01139 (KJC)

**FIFTY-SECOND INTERIM FEE APPLICATION AND FINAL<sup>2</sup> FEE APPLICATION OF  
WARREN H. SMITH & ASSOCIATES, P.C. AS FEE AUDITOR FOR ALLOWANCE  
OF COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and Official Committee Members, dated April 17, 2002 (the “Administrative Order”), and the Order Appointing Fee Auditor and Establishing Related Procedures Concerning the Allowance of Payment of Compensation and Reimbursement of Expenses of Applicants and Consideration of Fee Applications, dated March 18, 2002 (the “Fee Auditor Order”), the law firm of Warren H. Smith & Associates, P.C. ("WHS") hereby files this Fifty-Second Interim Fee Application and Final Fee Application of Warren H. Smith & Associates, P.C. as Fee Auditor for Allowance of Compensation and for Reimbursement of Expenses (the “Application”). By this Application, WHS seeks that this Honorable Court award it reasonable compensation for professional legal services rendered as fee auditor for the estates of W. R. Grace & Co., et al. ("Debtors") in the amount of \$12,447.00, together with reimbursement for actual and necessary expenses incurred

<sup>2</sup> While WHS is titling this application its "Final" application, WHS notes that it will continue to be working on this case after the Effective Date, as such work is required by the nature of the work performed by WHS in this case. Thus, pursuant to the Fee Auditor Order, WHS will review and prepare final reports on fees and expenses through the Effective Date on those professionals that it is required to audit under the Fee Auditor Order. WHS also notes that it expects to be paid for such work performed after the Effective Date.

in the amount of \$140.76 for the period commencing January 1, 2014 through February 3, 2014 (the "Fifty-Second Interim Period") and final compensation for professional legal services rendered as fee auditor for the estates of W. R. Grace & Co., et al. ("Debtors") in the amount of \$3,070,774.77, together with reimbursement for actual and necessary expenses incurred in the amount of \$62,437.43 for the final application period commencing March 18, 2002 through February 3, 2014 (the "Final Application Period"). In support of its Application, WHS respectfully states as follows:

### **BACKGROUND**

1. On April 2, 2001, the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the United States Bankruptcy Code (the "Code"), 11 U.S.C. §§ 101 *et seq.*, as amended. The Debtors continue in possession of their assets and were authorized to operate and manage their respective businesses pursuant to Bankruptcy Code §§ 1107 and 1108.

2. On March 18, 2002, this Court signed the Fee Auditor Order, approving the retention of WHS as fee auditor for the Debtors. The Fee Auditor Order authorized WHS to be compensated: "the lesser of (a) the ordinary hourly rate of the Fee Auditor for services of this nature or (b) 1% of the aggregate Applicant billings (fees and expenses) reviewed by the Fee Auditor that are subject to this Order over the life of these Chapter 11 Cases." WHS would note that it has reviewed all fees and expenses through the 50<sup>th</sup> interim period, and through that period the fees and expenses that it has reviewed total \$531,022,792.43. As 1% of that total is \$5,310,227.92, WHS would note that it is under the 1% cap.

**COMPENSATION PAID AND ITS SOURCE**

3. All services for which compensation is requested by WHS were performed for or on behalf of the bankruptcy estate and the Debtors and not on behalf of any committee, creditor or other person.

4. Other than interim payments from the Debtors set forth in the notice, above, WHS has received no payment or promise for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these cases, and there is no agreement or understanding between WHS and any other person other than members of the firm for the sharing of compensation to be received for services rendered in these cases.

**SUMMARY OF SERVICES PROVIDED**

5. Attached hereto as Exhibits B and C are WHS's billing statements for the Fifty-Second Interim Period. These statements contain detailed daily time logs describing the time expended by each attorney and para-professional for the Fifty-Second Interim Period.

6. To the best of WHS's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United State Trustee, Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2014, and the Administrative Order.

7. The professional of WHS who has rendered professional services to the Debtors during the Fifty-Second Interim Period is Bobbi Ruhlander. The para-professionals of WHS who have rendered professional services to the Debtors in these cases during the Fifty-Second Interim Period are James Wehrmann and Anthony Lopez.

### **DISBURSEMENTS**

8. WHS has incurred \$140.76 in disbursements for the Fifty-Second Interim Period for copies, Pacer research, and third party copies and document mailing expenses and \$62,437.43 in disbursements for the Final Fee Period.

### **VALUATION OF SERVICES**

9. During the Fifty-Second Interim Period, WHS expended a total of 3.8 hours calculating its own compensation for total fees of \$370.50. The rates charged by each professional during the Fifty-Second Interim Period are set forth in Exhibit A. These rates are equal to or below WHS's normal hourly rates of compensation for work of this character. Attorneys and para-professionals of WHS have expended a total of 66.10 hours in connection with this matter during the Fifty-Second Interim Period. The reasonable value of the services rendered by WHS for the Fifty-Second Interim Period in these cases under Chapter 11 is \$12,447.00 and for the Final Period in these cases under Chapter 11 is \$3,070,774.77.

10. In accordance with the factors enumerated in 11 U.S.C. §§ 330, the amount of fees and expenses requested by WHS is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

11. The undersigned, Warren H. Smith, has reviewed the requirements of Local Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, Amended Effective February 1, 2014, and states that this application complies with that rule.

WHEREFORE, WHS respectfully requests that an allowance be made to it in the amount of \$12,447.00 as compensation for necessary professional services rendered, and the sum of \$140.76 as reimbursement of actual necessary costs and expenses, for a total of \$12,587.76 for

the period commencing January 1, 2014 through February 3, 2014, and \$3,070,774.77 as final compensation for necessary professional services rendered, and the sum of \$62,437.43 as final reimbursement of actual necessary costs and expenses, for a final total of \$3,133,212.20 for the period commencing March 18, 2002 through February 3, 2014, that such sums be authorized for payment, and for such other and further relief as this Court may deem just and proper.

Dated: April 28, 2014

WARREN H. SMITH & ASSOCIATES, P.C.



By: \_\_\_\_\_

Warren H. Smith  
Texas State Bar No. 18757050

2235 Ridge Road, Suite 105  
Rockwall, Texas 75087  
(214) 698-3868  
(214) 722-0081 (fax)  
whsmith@whsmithlaw.com

**FEE AUDITOR**

**CERTIFICATE OF SERVICE**

I, Warren H. Smith, caused the preceding document to be served by First Class United States mail on the persons on the attached service list on this 29th day of April, 2014.



\_\_\_\_\_  
Warren H. Smith



**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

<b>In re</b>	) <b>Chapter 11</b>
<b>W.R. GRACE &amp; CO., <i>et al.</i>,</b>	) <b>Case No. 01-01139 (KJC)</b>
<b>Debtors.</b>	) <b>Jointly Administered</b>

**ORDER APPROVING FIFTY-SECOND INTERIM FEE APPLICATION AND  
FINAL FEE APPLICATION OF WARREN H. SMITH & ASSOCIATES, P.C.  
FOR ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES**

AND NOW, this \_\_\_\_\_ day of \_\_\_\_\_, 2014, upon the Fifty-Second Interim Fee Application and Final Fee Application of Warren H. Smith & Associates, P.C. for Allowance of Compensation and Reimbursement of Expenses (the "Application") dated April 28, 2014, the Court having been satisfied that the interim compensation and reimbursement requested therein is reasonable and justified given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services and (e) the costs of comparable services in cases other than cases under Title 11, and after notice and a hearing;

IT IS HEREBY ORDERED that the Application is approved and that the Debtors, or their successors in interest, are authorized and directed to pay to Warren H. Smith & Associates, P.C. the sum of \$12,447.00 as compensation for necessary professional services rendered for the period January 1, 2014 through February 3, 2014, and the sum of \$140.76 for reimbursement of actual and necessary costs and expenses incurred for the same period and the sum of \$3,070,774.77 as final compensation for necessary professional services rendered for the period March 18, 2002 through February 3, 2014, and the final sum of \$62,437.43 for reimbursement of actual and necessary costs and expenses incurred for the same period.

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The Honorable Kevin J. Carey  
United States Bankruptcy Judge

**EXHIBIT A**

<b><u>Timekeeper</u></b>	<b><u>Position</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Total Fees</u></b>
Anthony Lopez	Clerk since 2002	14.2	80	\$1,136.00
Bobbi S. Ruhlander	Member of Texas Bar since 1990; member of Oklahoma Bar since 1983	18.9	310	\$5,859.00
James A. Wehrmann	Legal Assistant since 1989	29.6	175	\$5,180.00
James A. Wehrmann	Legal Assistant since 1989	3.4	80	\$272.00

Total Hours: 66.10

Total Fees: \$12,447.00

<b>Name of Professional</b>	<b>Position, No. of Years in that Position, Year Licensed</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Warren H. Smith	Principal of firm formed in 2001. Member Texas Bar since 1987, Illinois Bar since 1979	275.00	379.42	\$104,340.50
Warren H. Smith	Principal of firm formed in 2001. Member Texas Bar since 1987, Illinois Bar since 1979	295.00	45.80	\$13,511.00
Warren H. Smith	Principal of firm formed in 2001. Member Texas Bar since 1987, Illinois Bar since 1979	335.00	11.40	\$3,819.00
Frances V. Valdez	Member of Texas Bar since 1980	245.00	108.30	\$26,533.50
Mark W. Steirer	Member of Texas Bar since 1991	200.00	242.70	\$48,540.00
Mark W. Steirer	Member of Texas Bar since 1991	230.00	35.70	\$8,211.00
Mark W. Steirer	Member of Texas Bar since 1991	270.00	0.20	\$54.00
Mark W. Steirer	Member of Texas Bar since 1991	285.00	0.20	\$57.00
Amber Willingham	Member of Oklahoma Bar since 1995	190.00	141.30	\$26,847.00
Gloria F. Garcia	Member of Texas Bar since 2002	125.00	133.10	\$16,637.50
Bobbi Ruhlander	Member of Oklahoma Bar since 1983, Texas Bar since 1990	200.00	4.10	\$820.00
Bobbi Ruhlander	Member of Oklahoma Bar since 1983, Texas Bar since 1990	225.00	2.60	\$585.00
Bobbi Ruhlander	Member of Oklahoma Bar since 1983, Texas Bar since 1990	230.00	431.20	\$99,176.00

Bobbi Ruhlander	Member of Oklahoma Bar since 1983, Texas Bar since 1990	260.00	605.40	\$157,404.00
Bobbi Ruhlander	Member of Oklahoma Bar since 1983, Texas Bar since 1990	265.00	388.30	\$102,899.50
Bobbi Ruhlander	Member of Oklahoma Bar since 1983, Texas Bar since 1990	285.00	465.10	\$132,553.50
Bobbi Ruhlander	Member of Oklahoma Bar since 1983, Texas Bar since 1990	310.00	370.20	\$114,762.00
Yolanda Guzman	Member of Texas Bar since 2002	150.00	39.00	\$5,850.00
Brian Duff	Member of Texas Bar since 1992	125.00	9.80	\$1,225.00
Jennifer Garner	Member of Texas Bar since 2005	180.00	9.60	\$1,728.00
Gail G. Russell	Legal Assistant since 1984	135.00	88.00	\$11,880.00
James A. Wehrmann	Paralegal since 1989	80.00	3.40	\$272.00
James A. Wehrmann	Paralegal since 1989	120.00	0.40	\$48.00
James A. Wehrmann	Paralegal since 1989	135.00	2758.00	\$372,330.00
James A. Wehrmann	Paralegal since 1989	150.00	720.70	\$108,105.00
James A. Wehrmann	Paralegal since 1989	152.50	433.50	\$66,108.75
James A. Wehrmann	Paralegal since 1989	155.00	1507.10	\$233,600.50
James A. Wehrmann	Paralegal since 1989	175.00	813.60	\$142,380.00
Cheryl A. McKinnon	Legal Assistant since 1984	75.00	24.70	\$1,852.52
Cheryl A. McKinnon	Legal Assistant since 1984	110.00	18.00	\$1,980.00
Doreen Williams	Legal Assistant since 1982	100.00	2.90	\$290.00
Doreen Williams	Legal Assistant since 1982	135.00	385.10	\$51,988.50
Doreen Williams	Legal Assistant since 1982	145.00	127.20	\$18,444.00
Doreen Williams	Legal Assistant since 1982	165.00	32.30	\$5,329.50
Lisa Hamm	Legal Assistant since 1999	120.00	3.70	\$444.00
Lisa Hamm	Legal Assistant since 1999	125.00	76.30	\$9,537.50
Lisa Hamm	Legal Assistant since 1999	135.00	58.60	\$7,911.00
Lisa Hamm	Legal Assistant since 1999	150.00	96.90	\$14,535.00
Pam Buchmeyer	Legal Assistant	120.00	96.00	\$11,520.00
Patricia A. Koenig	Legal Assistant since 1993	120.00	66.30	\$7,956.00
LaVern Ferdinand	Paralegal since 1998	150.00	418.60	\$62,790.00
Jacqueline R. Wilcot	Legal Assistant since 1996	120.00	103.60	\$12,432.00
Wendy Paul	Legal Assistant since 1987	100.00	3.20	\$320.00
Colleen Canion	Legal Assistant since 1987	120.00	39.80	\$4,776.00
Eugenia S. Nichols	Legal Assistant	100.00	45.70	\$4,570.00
Steve Bossay	Legal Assistant since 2002	100.00	115.40	\$11,540.00
Steve Bossay	Legal Assistant since 2002	110.00	1276.70	\$140,437.00
Steve Bossay	Legal Assistant since 2002	130.00	1775.00	\$230,750.00
Steve Bossay	Legal Assistant since 2002	135.00	748.00	\$100,980.00
Steve Bossay	Legal Assistant since 2002	140.00	1455.80	\$203,812.00
Kristi R. Young	Legal Assistant since 1992	100.00	192.90	\$19,290.00
Alexa Parnell	Legal Assistant since 1984	135.00	6.20	\$837.00
Alexa Parnell	Legal Assistant since 1984	155.00	1.10	\$170.50
Alexa Parnell	Legal Assistant since 1984	170.00	1.30	\$221.00
Alexa Parnell	Legal Assistant since 1984	172.50	1.80	\$310.50

Alexa Parnell	Legal Assistant since 1984	175.00	4.10	\$717.50
Priscilla Stidham	Legal Assistant since 2003	80.00	86.30	\$6,904.00
Linda Bellamy	Legal Assistant since 2002	110.00	4.60	\$506.00
Kevin Wright	Legal Assistant since 2002	125.00	16.80	\$2,100.00
Kevin Wright	Legal Assistant since 2002	130.00	37.70	\$4,901.00
Charles Shanks	Paralegal since 2002	125.00	11.90	\$1,487.50
Melanie White	Legal Assistant since 2005	125.00	35.20	\$4,400.00
Melanie White	Legal Assistant since 2005	130.00	46.50	\$6,045.00
Melanie White	Legal Assistant since 2005	140.00	571.10	\$79,954.00
Melanie White	Legal Assistant since 2005	155.00	449.00	\$69,595.00
Melanie White	Legal Assistant since 2005	45.00	51.60	\$2,322.00
Becki Tomamichel	Consultant since 2012	80.00	6.00	\$480.00
Beth Miller	Law Clerk	40.00	96.10	\$3,844.00
Tiana J. Windland	Law Clerk	40.00	3.30	\$132.00
Jeff Allgood	Law Clerk	40.00	258.50	\$10,340.00
Jeff Allgood	Law Clerk	45.00	9.60	\$432.00
Jeff Allgood	Law Clerk	110.00	4.30	\$473.00
Jeff Allgood	Law Clerk	125.00	0.30	\$37.50
Alayne Volfson	Law Clerk	40.00	40.80	\$1,632.00
Thara Mathews	Law Clerk	40.00	5.10	\$204.00
Courtney Orent	Law Clerk	40.00	83.70	\$3,348.00
Melinda Helsley	Law Clerk	40.00	101.90	\$4,076.00
Melinda Helsley	Law Clerk	110.00	5.30	\$583.00
Erika Urban	Law Clerk	40.00	32.50	\$1,300.00
Cherie Rogers	Law Clerk	40.00	113.00	\$4,520.00
Cherie Rogers	Law Clerk	45.00	73.10	\$3,289.50
Cherie Rogers	Law Clerk	110.00	105.15	\$11,566.50
Cherie Rogers	Law Clerk	125.00	61.60	\$7,700.00
Anthony Lopez	Law Clerk	45.00	1539.00	\$69,255.00
Anthony Lopez	Law Clerk	80.00	459.10	\$36,728.00
Anthony Lopez	Law Clerk	125.00	38.00	\$4,750.00
Leah Schier	Law Clerk	45.00	1.70	\$76.50
Debbie Lucas	Billing Clerk	110.00	5.90	\$649.00
Debbie Lucas	Billing Clerk	125.00	9.00	\$1,125.00
<b>TOTAL</b>			<b>21288.97</b>	<b>\$3,070,774.77</b>

# **Exhibit B**

**SEE ATTACHED**

# **Exhibit C**

**SEE ATTACHED**